

Company Registration No. 04998819 (England and Wales)

**GOOD SOLDIER SONGS LIMITED**  
**UNAUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2018**  
**PAGES FOR FILING WITH REGISTRAR**

# GOOD SOLDIER SONGS LIMITED

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# GOOD SOLDIER SONGS LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2018

		2018		2017	
	Notes	£	£	£	£
<b>Fixed assets</b>					
Tangible assets	3		7,468		8,868
<b>Current assets</b>					
Debtors	4	1,267,737		1,292,421	
Cash at bank and in hand		75,985		1,653,815	
		<u>1,343,722</u>		<u>2,946,236</u>	
<b>Creditors: amounts falling due within one year</b>	5	<u>(1,628,400)</u>		<u>(1,293,793)</u>	
<b>Net current (liabilities)/assets</b>			<u>(284,678)</u>		<u>1,652,443</u>
<b>Total assets less current liabilities</b>			<u>(277,210)</u>		<u>1,661,311</u>
<b>Creditors: amounts falling due after more than one year</b>	6		<u>(343,213)</u>		<u>(1,441,550)</u>
<b>Net (liabilities)/assets</b>			<u><u>(620,423)</u></u>		<u><u>219,761</u></u>
<b>Capital and reserves</b>					
Called up share capital	9		4		4
Profit and loss reserves			<u>(620,427)</u>		<u>219,757</u>
<b>Total equity</b>			<u><u>(620,423)</u></u>		<u><u>219,761</u></u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

For the financial year ended 31 December 2018 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

**GOOD SOLDIER SONGS LIMITED**

**BALANCE SHEET (CONTINUED)**

***AS AT 31 DECEMBER 2018***

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The financial statements were approved by the board of directors and authorised for issue on 25 September 2019 and are signed on its behalf by:

C Tattersfield  
**Director**

**Company Registration No. 04998819**

# GOOD SOLDIER SONGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

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### 1 Accounting policies

#### Company information

Good Soldier Songs Limited is a private company limited by shares incorporated in England and Wales. The registered office is 2nd Floor, Northumberland House, 303-306 High Holborn, London, WC1V 7JZ.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Royalties, licences and other turnover is recognised based on the contractual arrangements entered into with the company, which allow them to exploit the writers intellectual property in return for a fee. Where the company is entitled to a fee which is not dependent upon future usage, turnover is recognised when the company has fulfilled its contractual commitments. Where the fees due to the company are dependant upon that usage, turnover is recognised based upon that usage. Where no reliable basis is available for estimating such usage, turnover is recognised when reported to the company by third parties.

#### 1.4 Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

#### 1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

# GOOD SOLDIER SONGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

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### 1 Accounting policies (Continued)

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment	33.34%
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### 1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### 1.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# GOOD SOLDIER SONGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

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### 1 Accounting policies

(Continued)

#### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

#### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### **Basic financial liabilities**

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

#### **1.9 Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### **1.10 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

#### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

# GOOD SOLDIER SONGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

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### 1 Accounting policies

(Continued)

#### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

#### **1.11 Employee benefits**

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

#### **1.12 Foreign exchange**

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

#### **1.13 Writers Advances**

Writers advance were classified as proven and unproven depending on potential earnings potential. Advances to unproven writers were expensed as incurred. Advances to proven writers were held at net book value equal to expected future royalty earnings.

### 2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 17, (2017: 7).



# GOOD SOLDIER SONGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

3	Tangible fixed assets	Plant and machinery etc	£
	<b>Cost</b>		
	At 1 January 2018	70,422	
	Additions	7,103	
	At 31 December 2018	<u>77,525</u>	
	<b>Depreciation and impairment</b>		
	At 1 January 2018	61,554	
	Depreciation charged in the year	8,503	
	At 31 December 2018	<u>70,057</u>	
	<b>Carrying amount</b>		
	At 31 December 2018	<u>7,468</u>	
	At 31 December 2017	<u><u>8,868</u></u>	
4	Debtors	2018	2017
	<b>Amounts falling due within one year:</b>	£	£
	Trade debtors	75,744	16,918
	Corporation tax recoverable	46,982	-
	Other debtors	731,988	750,978
	Prepayments and accrued income	413,023	524,525
		<u>1,267,737</u>	<u>1,292,421</u>
5	Creditors: amounts falling due within one year	2018	2017
		£	£
	Bank loans	247,428	263,035
	Trade creditors	31,259	17,830
	Corporation tax	-	41,512
	Other taxation and social security	55,462	27,575
	Other creditors	596,244	157,805
	Accruals and deferred income	698,007	786,036
		<u>1,628,400</u>	<u>1,293,793</u>

## GOOD SOLDIER SONGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

#### 6 Creditors: amounts falling due after more than one year

	Notes	2018 £	2017 £
Bank loans and overdrafts	7	343,213	518,140
Other borrowings	7	-	923,410
		<u>343,213</u>	<u>1,441,550</u>

#### 7 Loans and overdrafts

	2018 £	2017 £
Bank loans	590,641	781,175
Other loans	-	923,410
	<u>590,641</u>	<u>1,704,585</u>
Payable within one year	247,428	263,035
Payable after one year	343,213	1,441,550

The long-term loans are secured by fixed charges over Good Soldier Songs Ltd present and future rights, title and interest in artists music compositions, accounts and deposits.

Interest is accruing on a quarterly basis at a rate of 7.95% plus LIBOR.

#### 8 Share-based payment transactions

During the prior year the company entered into an EMI share option agreement relating to Good Soldier Songs Limited under which 5 shares vested during the year and the following additional shares vesting on:

1 February 2018	5 shares
1 February 2019	5 shares
1 February 2020	6 shares
1 February 2021	6 shares
1 February 2022	6 shares
1 February 2023	6 shares

The options are only exercisable in the event of the sale of at least 10% of the issued ordinary shares in the capital of the company, or substantially all the company assets are sold.

# GOOD SOLDIER SONGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 8 Share-based payment transactions (Continued)

	Number of share options		Weighted average exercise price	
	2018 Number	2017 Number	2018 £	2017 £
Outstanding at 1 January 2018	-	60	-	0.01
Exercised	-	5	-	0.01
	<u>-</u>	<u>55</u>	<u>-</u>	<u>0.01</u>
Outstanding at 31 December 2018	-	65	-	0.01
	<u>-</u>	<u>65</u>	<u>-</u>	<u>0.01</u>
Exercisable at 31 December 2018	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The weighted average share price at the date of exercise for share options exercised during the year was £0 (2017 - £0).

Due to the uncertainty regarding the conditions relating to the exercise of the EMI share option the directors consider the option has a £nil fair value at the balance sheet date.

### 9 Called up share capital

	2018 £	2017 £
<b>Ordinary share capital Issued and fully paid</b>		
200 Ordinary A of 1p each	2	2
200 Ordinary B of 1p each	2	2
	<u>4</u>	<u>4</u>
	<u>4</u>	<u>4</u>

### 10 Related party transactions

## GOOD SOLDIER SONGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

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10 Related party transactions

(Continued)

**Good Soldier Records Ltd**

Mr C. Tattersfield is shareholder and director of the company.

During the year Good Soldier Songs Limited recharged administration costs totalling £301,562 to Good Soldier Records Limited at cost.

At the year end Good Soldier Songs Ltd was owed £470,620 (2017: £246,618). The loan is interest free and repayable on demand.

**Shadowglobe Limited**

Mr C. Tattersfield is shareholder and director the company.

During the year Good Soldier Songs Ltd paid expenses on behalf of Shadowglobe Limited totalling £17,634. The loan from Shadowglobe Limited which totalled £88,130 has been written off in full in the year ended 31st December 2018 as it is no longer deemed recoverable.

**SGlobe1 Limited**

Mr C. Tattersfield is shareholder and director of the company.

During the year SGlobe 1 Limited paid for expenses on behalf of Good Soldier Songs Limited which were offset against the money owed. At the balance sheet date SGlobe1 Limited owed Good Soldier Songs Limited £nil (2017: £10,000).

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